

(1) THE BOARD OF DIRECTORS OF A TRUST COMPANY SHALL MANAGE ITS AFFAIRS AND EXERCISE ITS CORPORATE POWERS.

(2) THE ARTICLES OF INCORPORATION OR BYLAWS MAY SPECIFY THE NUMBER OF DIRECTORS WHICH CONSTITUTE A QUORUM, BUT THE NUMBER SHALL BE AT LEAST ONE-THIRD OF THE DIRECTORS AND MAY NOT BE LESS THAN FOUR.

(B) FIRST DIRECTORS.

THE INCORPORATORS WHO OWN THE REQUIRED CAPITAL STOCK UNDER §6-148(B) OF THIS SUBTITLE AND ANY ADDITIONAL INDIVIDUALS WHOM THE INCORPORATORS NAME CONSTITUTE THE FIRST BOARD OF DIRECTORS AND SERVE UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY.

REVISOR'S NOTE: This section is new language derived without substantive change from the first, second, and fourth sentence of Art. 11, §60.

6-148. DIRECTORS—NUMBER; QUALIFICATIONS; OATH; ELECTIONS; VACANCY.

(A) NUMBER.

EACH TRUST COMPANY SHALL HAVE AT LEAST FIVE AND NOT MORE THAN 30 DIRECTORS, AS THE BYLAWS PROVIDE.

(B) QUALIFICATIONS.

(1) EACH DIRECTOR SHALL OWN IN GOOD FAITH AND IN HIS NAME UNENCUMBERED SHARES OF CAPITAL STOCK OF THE TRUST COMPANY OR OF A CORPORATION WHICH OWNS MORE THAN 80 PERCENT OF THE CAPITAL STOCK OF THE TRUST COMPANY. THE UNENCUMBERED CAPITAL STOCK WHICH THE DIRECTOR OWNS SHALL BE IN THE MINIMUM AMOUNT OF \$500.

(2) TO DETERMINE THE AMOUNT OF CAPITAL STOCK OWNED BY A DIRECTOR:

(I) ONLY THE PAR STATED VALUE OF COMMON AND PREFERRED STOCK MAY BE CONSIDERED; AND

(II) DEBT INSTRUMENTS OF THE TRUST COMPANY MAY NOT BE CONSIDERED.

(C) OATH OF OFFICE.

EACH DIRECTOR SHALL TAKE AN OATH THAT AS DIRECTOR HE:

(1) WILL ADMINISTER DILIGENTLY AND HONESTLY THE AFFAIRS OF THE TRUST COMPANY;